

(Translation)

AAV15/2018

Minutes of 2018 Annual General Shareholders' Meeting

Asia Aviation Public Company Limited

April 24, 2018 at 14.00 hrs.

Don Muang Ballroom, Amari Don Muang Airport Hotel, Bangkok

No. 333, Choet Wutthakat Road, Bangkok

Clarification to Shareholders prior to the Meeting

1. To vote at Shareholders' Meeting, one share represents one vote.

2. The chairman of the Meeting will make proposals to the Shareholders to vote on each agenda. Any disapproval or any abstention from shareholder or proxy may be done so by putting the check mark in the relevant boxes of 'Disapprove' or 'Abstain' with his/her signature on the ballot given at the registration. Then, submit the ballot to the staff prior to the end of the approval of that particular agenda. For the vote count of each agenda, only the ballots with disapproval and abstention will be collected to compute the resolution of the Shareholders' Meeting. The remaining number of votes shall be deemed approved. Except for "Agenda 7: To consider and approve the appointment of the Company's directors to replace those who will be retired by rotation in 2018", individual vote is required. Therefore, every shareholder is required to return the ballot to the staff, whether the vote is 'Approve', or 'Disapprove', or 'Abstain'.

3. The grantors have already indicated their votes whether "Approved", or "Disapproved", or "Abstained" in the proxy form. The proxies, therefore, do not have to vote in the ballots. The Company will count your votes based on the proxy form.

4. If any shareholders or proxy has any questions, please ask the committee for the particular agenda during Q&A period. Please provide first name and last name as well as indicate whether you are a shareholder or a proxy for which shareholder. This is an introduction about yourself and the Company will be able to specify your name accurately when preparing minutes of the Meeting. For any questions irrelevant to the Meeting agenda, please ask after all other agenda have already been discussed.

Nevertheless, please provide your opinions or ask questions concisely so that other shareholders or proxies are able to exercise their rights as well.

Guidelines for Counting the Shareholders' Votes

- Agenda 2, 4, 5, 6, 7.1, 7.2, 7.3 are considered as normal agenda as stipulated in the Public Limited Companies Act B.E. 2535 Section 107 (1), which require the majority votes from the attending shareholders who cast the votes. In this case, the Shareholders voting for abstention will not be included in the voting base.

- Agenda 8 Re: To consider and approve the remuneration of the Company's directors for 2018 is stipulated in the Public Limited Companies Act B.E. 2535, Section 90 Paragraph 2, which require the resolution of the Shareholders' Meeting consisting of not less than 2/3 of all the votes from the attending shareholders. It is not required whether those shareholders make the votes or have the voting rights or not. Therefore, in this case, the voting base is counted from total votes of the attending shareholders.

The Company's staff introduces the following directors, external auditor and legal consultants:

Board of Directors and Management

- 1) Mr. Vichate Tantiwanich Chairman of the Board, Chairman of Audit Committee, Independent Director and Chairman of the Meeting
- 2) Mr. Tassapon Bijleveld Director and Chief Executive Officer
- 3) Mr. Santhat Sanguandikul Chief Financial Officer
- 4) Mr. Santisuk Klongchaiya Director and Director of Commercial
- 5) Mr. Phairat Pornpathananangoon Director
- 6) Mr. Nuttawut Phowborom Audit Committee and Independent Director
- 7) Mr. Veerayooth Bodharamik Audit Committee and Independent Director
- 8) M.L. Bovornovadep Devakula Director and Director of Business Development
- 9) Mr. Preechaya Rasametarin Director and Director of Engineering

There were 8 directors present in person, equivalent to 89 percent of the total (9) directors.

Company Secretary

Ms. Nisres Distes

External Auditor

Mr. Paiboon Tunkoon External Auditor from PricewaterhouseCoopers ABAS Ltd.

Legal Consultant to Answer Shareholders' Questions and to Witness the Vote Count

Ms. Pratumporn Somboonpoonpol Weerawong, Chinnavat and Peangpanor Co., Ltd.

Mr.Vichate Tantiwanich, Chairman of the Meeting announced to the Meeting that there were 99 shareholders attending the Meeting representing 2,053,565,275 shares and 358 proxies representing 700,717,650 shares, with the total 457 attendants representing 2,754,282,925 shares, equivalent to 56.7893 percent of the total issued share capital, to form a quorum. This is in compliance with Section 103 of the Public Limited Companies Act and Article 33 of the Company's Articles of Associations, which state about the quorum that not less than 25 shareholders and proxies, or not less than half of the total shareholders holding not less than one third of the total shares sold must attend the Meeting to form a quorum. The Company allowed the on-going registration outside the Meeting room for those who came in succession.

When the quorum was formed, the Chairman of the Meeting opened 2018 Annual General Shareholders' Meeting of Asia Aviation Plc. by following the Meeting agenda as informed in the invitation to attend the Meeting as disseminated on the website and delivered to the Shareholders in advance.

Start the Meeting

Agenda 1: Matter to be informed

Chairman of the Meeting assigned Chief Executive Officer to inform the following issues to the Meeting:

Mr. Tassapon Bijleveld, Chief Executive Officer, provided the following information to the Meeting:

First: AirAsia was awarded World's Best Low-Cost Airlines for 9 consecutive years from Skytrax and was awarded Best Low-Cost Airlines in Asia.

Second: AirAsia opens the special "RedCarpet" check-in counter service, Lounge and priority baggage claim.

Third: AirAsia cooperates with United Nations Development Programme (UNDP) to launch 4 sustainable social development projects promoting economic, social and environmental development to the community.

There was no further opinion nor question from the Shareholders on this agenda. Then, Chairman of the Meeting informed that this was the matter for acknowledgement, which did not require any resolution, the Meeting should proceed to the following agenda.

Agenda 2: To consider and certify Minutes of the 2017 Annual General Meeting of Shareholders held on April 25, 2017

The Chairman of the Meeting stated to the Meeting that Minutes of the 2017 Annual General Meeting of Shareholders, held on April 25, 2017, were considered by the Board of Directors having been properly and fully prepared, submitted to the Stock Exchange of Thailand within 14 days as from the date of the Meeting, and publicized in the Company's website (www.aavplc.com), as per Copy, sent to the Shareholders together with Notice of Meeting, *Attachment 1*.

There was no further opinion nor question from the Shareholders on this agenda. Then, Chairman requested that the Meeting approve Minutes of the 2017 Annual General Meeting of Shareholders, held on April 25, 2017, as presented; and informed that this agenda shall be approved with resolution of the majority votes of the Shareholders, present and voting at the Meeting, and that any disagreed or abstained shareholders or proxies shall raise their hands and cast their votes on the ballot paper.

Resolution

The Meeting had a resolution to approve Minutes of the 2017 Annual General Meeting of Shareholders, held on April 25, 2017 with the majority votes of the attending shareholders who cast the following votes:

Approved	3,076,657,325	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	77,000	votes	not count as vote base	-
Voided ballot	0	votes	not count as vote base	-
Total votes (522 shareholders)	3,076,734,325	votes		

Agenda 3: To acknowledge the Board of Directors' report on the Company's operating results for 2017 and Annual Report

The Chairman of the Meeting stated to the Meeting that the Company summarized the past operating performance and significant changes in 2017, as per Annual Report, sent to the Shareholders together with Notice of the Meeting, Attachment 2. This agenda did not require the Shareholders' votes because it was the matter for acknowledgment.

Mr. Tassapon Bijleveld, Chief Executive Officer, was asked to inform the Meeting.

Mr. Tassapon Bijleveld, Chief Executive Officer, reported 2017 operating performance of Thai AirAsia Co., Ltd. which runs the core business for Asia Aviation Plc. to the Meeting as follows:

- As at the end of 2017, there were total 56 aircraft, including 5 additional aircraft.
- There were 19.8 million passengers, an increase of 2.6 million persons from 2016.
- Load factor of 87 percent, an increase of 3 percentage point from 2016.
- Aircraft utilization rate of 11.9 hours per day, an increase of 0.2 hours.
- There were 81 total routes of Thai AirAsia including 8 additional routes.
- There were 47 international routes and 34 domestic routes.
- Rendering services of 1,293 flights/ week.
- Thai AirAsia is the only airline having its hubs outside Bangkok with 44 aircrafts at Donmueang hub, 3 aircraft in Phuket hub, 5 aircraft in Chiangmai hub, 1 aircraft in Krabi hub, 2 aircraft in U-Tapao (Pattaya) hub and 1 aircraft in Hat Yai hub.
- For all the routes outside Bangkok, there are both domestic and international routes.
- Total revenue in 2017 of 35,932 million baht, ticket sales revenue of 82 percent and ancillary services and other income was equivalent to 18 percent of total revenue. Ancillary service revenue and other revenues consisted of insurance sales, food and beverage, souvenirs, duty free products, baggage, seat selection, etc.
- In conclusion, the total revenue in 2017 of 35,932 million baht resulted in 11 percent increment in comparison with 2016 total revenue of 32,401 million baht.
- Total cost and operating expenses in 2017 was 33,973 million baht, 16 percent increment in comparison with 29,305 million baht in 2016.
- Therefore, profit before interest and income taxes in 2017 was 3,308 million baht.

- Net profit in 2017 was 2,688 million baht, 21 percent decrease in comparison with 3,408 million baht in 2016.
- As at the end of 2017, total assets were valued at 38,902 million baht, 19 percent increment in comparison with 32,739 million baht in 2016; total liabilities valuing 28,280 million baht, increasing in comparison with 2016 total liabilities at 23,450 million baht due to aircraft financing; and total equity of 10,622 million baht, comparing to 2016 total equity of 9,289 million baht.

2018 Operating Plans consist of:

- There would be 7 additional aircraft in 2018.
- Target load for 2018 would be 23.2 million passengers.
- New routes would be launched with focus on international routes in mainly CLMV countries (Cambodia, Laos, Myanmar and Vietnam) as well as China.
- Increase operating efficiency at the existing 6 hubs. This year, there will not be any increase in new hub.
- Increase number of passengers using fly-thru service from the strong routes network and expand more connecting flights.
- Increase share of revenue from ancillary service by selecting new products to change the passengers' spending behaviors.

The following shareholder asked the questions:

- **Mr. Wicha Chokepongpan**, a shareholder attending in person:

Will Asia Aviation Plc. buy Three Sixty Five Plc.'s shares, from which Mr. Tassapon is Chairman?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

No

- **Mr. Wicha Chokepongpan**, a shareholder attending in person:

Who holds the Shareholders' equity of 9,300 million baht?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Most of the Shareholders' equity in Asia Aviation Plc. belongs to Mr. Tassapon Bijleveld at the proportion of approximately 41 percent. The remaining balance belongs to minority shareholders and mutual funds. Therefore, Asia Aviation Plc.'s major shareholder is Mr. Tassapon Bijleveld, who is the Chief Executive Officer as well as Director.

- **Mr. Wicha Chokepongpan**, a shareholder attending in person:

Are 60 percent of the Company's shares held by the Shareholders in Thailand listed in the Stock Exchange?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Yes. They are listed in the Stock Exchange of Thailand.

There was no opinion nor question from the Shareholders on this agenda. Then, Chairman of the Meeting informed that this was the matter for acknowledgement, which did not require any resolution. Chairman requested the Meeting to acknowledge the Board of Directors' report on the Company's 2017 operating performance and 2017 Annual Report as presented.

Agenda 4: To consider and approve the Balance Sheet (Statements of Financial Position) and Statements of Income for 2017

The Chairman stated to the Meeting that, according to Public Company Limited Act, B.E. 2535(1992), companies shall prepare Balance Sheet and Profit & Loss Statement as at the end date of the accounting period, to be audited by auditors and presented to the Shareholders' Meeting at the Annual General Meeting for approval. The Company's Financial Statements, ending on December 31, 2017, were audited and signed by Mr. Paiboon Tunkoon, Certified Public Accountant, from PriceWaterHouseCoopers ABAS Co., Ltd., and reviewed by the Auditing Committee. Mr. Santhat Sanguandikul, Chief Financial Officer, was asked to inform the Meeting.

Mr. Santhat Sanguandikul reported to the Meeting that 2017 Operating Results of Thai AirAsia Co., Ltd. reflected total revenue of 35,932 million baht, 11 percent increasing in comparison with 2016; net profit of 2,688 million baht, 21 percent decrease comparing to 2016 due to the increasing oil price; and, earnings per share of 61.71 baht. Year 2017 total assets were 38,902 million baht, increasing 19 percent; total liabilities of 28,280 million baht, increasing 21 percent from 2016 due to fleet expansion; and shareholders' equity of 10,622 million baht, increasing 14 percent from 2016 in line with the growth in operating performance.

Regarding Asia Aviation Plc., as Holding Company of Thai AirAsia Co., Ltd. with 55 percent shareholding, 2017 Separate Financial Statements reflected total revenue of 25 million baht, resulting from Management Fee from Thai AirAsia Co., Ltd.; net profit of 733 million baht close to the amount of 740 million baht in 2016, which was the dividend paid from Thai AirAsia Co., Ltd. and 2017 earnings per share of Baht 0.1510, close to Baht 0.1525 in 2016; total assets were at 3,200 million baht, comparing to 2016 total assets of 3,191 million baht; total liabilities were at 58 million baht, comparing to 2016 total liabilities of 53 million baht; and shareholders' equity of 3,142 million baht comparing to 3,137 million baht in 2016. Consolidated Financial Statements Year 2017 reflected total revenue of 35,932 million baht, 11 percent increasing in comparison with 2016; net profit of 1,477 million baht decreasing 21 percent; earnings per share of 0.3046 baht, total assets of 62,774 million baht, 11 percent increasing in comparison with 2016; total liabilities of 31,321 million baht, 18 percent increasing in comparison with 2016; and shareholders' equity of 22,006 million baht, 3 percent increasing in comparison with 2016.

The following shareholders asked the questions:

- Miss Nuchanard Youngchana, a shareholder attending in person:

Refer to the recent volatile oil price as well as the meeting between OPEC and Russia in June this year, how can the Company cover its risks from oil price volatility? Moreover, if oil price continues its upward trend, will the Company adjust its airfare?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Last year, oil price increased a lot. But the decrease in previous year profitability was due to 2 main factors. First factor was oil price. Second was that in January last year, the government imposed excise tax. It was impossible for the Company to increase its air fare from the advanced ticket sales. It took almost the whole year for the Company to gradually increase its prices. The air fare currently sold has already covered the increasing oil price, which would be reflected in the upcoming first quarter operating performance. For hedging, currently we buy approximately 16 percent forward contracts for oil. Due to the gradual oil price increase and the high forward oil price bought by the Company, we plan to hedge at approximately 30-50 percent. However, from last year to the first quarter of this year, we have hedged 18 percent of oil consumption (less than half of the planned amount). But air fare has already been adjusted. If the oil price continues increasing, the Company will collect fuel surcharge, which has not yet been collected at the moment.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Must the fare increase be discussed among the airlines in Thailand?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

There is no discussion among the airlines because we compete with our competitors over prices. If we increase or decrease the price, our competitors will do the same. While other airlines get loss but we still make profit (eventhough it is marginal but it is better). If we increase the price, our competitor will do the same. Looking at Quarter 1 performance, you will see that the Company has managed to increase the price to cover the higher oil price.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

At present, there is a plan to increase 7 aircraft. Will there be an additional increase at the end of the year?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

I don't think so.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

What is the break-even point? Approximately how many years will one aircraft payoff?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Break-even point for each route must be within 6-8 months. But if you talk about the break-even point for each aircraft, it is difficult to compute because it depends on many variables namely interest on the purchase date and volatile oil price. However, each of the Company's aircraft will be fully utilized for 12 years before replacement.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Which point do you exactly mean regarding the break-even point within 6-8 months?

- Mr. Tassapon Bijleveld, Chief Executive Officer:

Profitability for the new route must be realized within 6-8 months. If not, the Company needs to close it and find the new one.

There was no further opinion nor question from the Shareholders on this agenda. Then, Chairman requested that the Meeting approve the Balance Sheet (Statements of Financial Position) and Statements of Income for 2017, as presented; and informed that this agenda shall be approved with resolution of the majority votes of the Shareholders, present and voting at the Meeting, and that any disagreed or abstained shareholders or proxies shall raise their hands and cast their votes on the ballot paper.

Resolution

The Meeting had a resolution to approve the Balance Sheet (Statements of Financial Position) and Statements of Income for 2017 with the majority votes of the attending shareholders who cast the following votes:

Approved	3,076,812,227	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	47,000	votes	not count as vote base	-
Voided ballot	0	votes	not count as vote base	-
Total votes (535 shareholders)	3,076,859,227	votes		

Agenda 5: To acknowledge the interim dividend payment and approve the omitting of net profit as legal reserves and the withholding of dividend payment for the year-end 2017

The Chairman stated to the Meeting that, according to Public Company Limited Act, B.E. 2535(1992), upon interim dividend payment, companies shall report such dividend payment to the Shareholders' Meeting at the following Shareholders' Meeting.

Moreover, according to the Public Company Limited Act, B.E. 2535(1992), companies must appropriate a part of the Annual Net Profit as Reserve Fund at no less than 5 percent of the Annual Net Profit, subtracts with the amount representing the accumulated loss carried forwards (if any), till the Reserve Fund reaches at no less than 10 percent of the registered Capital.

Mr. Santhat Sanguandikul, Chief Financial Officer, was asked to inform additionally to the Meeting.

Mr. Santhat Sanguandikul, reported to the Meeting that, Dividend payment policy of the Company and Thai AirAsia Co., Ltd., as a subsidiary and a core business running company, will take into account the operating results, liquidity, cash flow, financial position, terms and conditions of dividend payment as may be stipulated in the Loan Agreement, Debenture, or relevant Agreements with provisions of implementation of the future business plan, capital requirement, and other factors as may be deemed appropriate by the Board of Directors.

By the resolution of the Board of Directors' Meeting No. 4/2017 held on November 9, 2017, interim dividend payment was approved in cash from operating period for January 1 - November 10, 2017, at 0.15 baht per share, total 727.5 million baht, who are entitled to receive the dividend on November 24, 2017 and already paid to the Shareholders on December 7, 2017. It was deemed expedient to present it to the Shareholders' Meeting for acknowledgement of such Interim Dividend Payment.

Since, year 2016 the Company reserved the appropriation of profit in amount of 21.99 million baht, total legal reserve at the amount of 48.50 million baht equals to 10 percent of the registered capital as required by laws and It was deemed expedient to present it to the Shareholders' Meeting approve the omitting of the net profit as legal reserves from 2017 operating performance.

However, the Board of Directors found it expedient to present it to the Shareholders' Meeting for approval of the withholding of dividend payment from the last operating performance (November 11 - December 31, 2017) as the Company mainly earned income from the dividend of Thai AirAsia Co., Ltd., as a subsidiary and a core business running company. The Board of Directors of Thai AirAsia Co., Ltd. resolved that dividend of the last period of 2017 be omitted due to Thai AirAsia Co., Ltd. having paid interim dividend to Shareholders in accordance with the Board of Directors' resolution on November 9, 2017 at 30.50 baht per share, total 1,328.44 million baht. Thai AirAsia Co., Ltd., therefore, found it necessary to reserve the remaining amount of cash for purchase of aircraft in order to enlarge the fleet to support its future growth.

The following shareholders asked the questions:

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

As per the record, did Asia Aviation Plc. pay dividends for 2 times last year?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

In 2017 same as in 2016 and 2015, the interim dividends were all paid only once a year at Baht 0.10, Baht 0.15 and Baht 0.15 respectively.

There was no further opinion nor question from the Shareholders on this agenda. Then, Chairman requested that the Meeting acknowledge the interim dividend payment and approve the omitting of net profit as legal reserves and the withholding of dividend payment for the year-end 2017 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the Shareholders, present and voting at the Meeting, and that any disagreed or abstained shareholders or proxies shall raise their hands and cast their votes on the ballot paper.

Resolution

The Meeting had a resolution to acknowledge the interim dividend payment and approve the omitting of net profit as legal reserves and the withholding of dividend payment for the year-end 2017 with the majority votes of the attending shareholders who cast the following votes:

Approved	3,076,829,227	votes	equivalent to	99.9999%
Disapproved	3,000	votes	equivalent to	0.0000%
Abstained	27,000	votes	not count as vote base	-
Voided ballot	0	votes	not count as vote base	-
Total votes (535 shareholders)	3,076,859,227	votes		

Agenda 6 To consider and approve the appointment of the Company's external auditors and their remuneration for 2018

The Chairman stated to the Meeting that, according to Public Company Limited Act, B.E. 2535(1992), the Annual General Meeting of Shareholders shall appoint auditors and impose the auditing fees every year. The existing auditors may be re-appointed. According to the Notification of the Securities and Exchange Commission, listed companies shall rotate auditors if the existing auditor had reviewed or audited and given opinions the company's financial statements for 5 accounting periods consecutively. A new auditor from the same auditing office of the former auditor may be appointed. However, the company may re-appoint the former auditor, who retired from his office due to rotation of auditors, upon completion of at least two accounting periods as from the date of the former auditor retiring from his office.

Mr. Santhat Sanguandikul, Chief Financial Officer, was asked to inform the Meeting.

Mr. Santhat Sanguandikul reported to the Meeting that the Board of Directors and the Audit Committee had considered and selected auditors from EY Office Ltd. as the Company's external auditors for the year 2018 in consideration of their experiences and internationally recognized performance standard. In addition, in order to standardize the audit within AirAsiaGroup, which will increase its coordinating efficiency. The proposed Auditing Company and Auditors had neither relationship nor conflict of interest with the Company, the Management, or the Major Shareholders or Related Parties thereof.

The auditors from EY Office Ltd. are as follows:

- 1) Mr. Termphong Opanaphan CPA (Thailand) No. 4501
(never signed the Company's audited financial statements.)
- 2) Miss Manee Rattanabunnakit CPA (Thailand) No. 5313
(never signed the Company's audited financial statements.)
- 3) Miss Kosum Cha-em CPA (Thailand) No. 6011
(never signed the Company's audited financial statements.)

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. Should any of the aforementioned auditors cannot perform his or her duty, EY Office Ltd. is authorized to delegate another one of its certified public accountant to conduct the audit.

In addition, it was deemed appropriate to impose the Company's 2018 Auditing Fees and Quarterly Review Fee at 1.00 million baht, a decrease of 0.065 million baht. EY Office Ltd. was selected as the Auditing Office for the Subsidiary in 2018 as well, with the Subsidiary's 2018 Auditing Fees and Quarterly Review Fee at 4.40 million baht, increasing from 2017 for 0.54 million baht. The increasing of auditing fees were higher due to more entries and auditing work according to the Company's and the Subsidiary's business growth as well as inflation rate.

The following shareholders asked the questions:

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Please show 2016 auditing fee. Why did you change to the new auditor with the increase in auditing fee, compared to the previous auditor, which might be cheaper?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

For 2016 auditing fee, I will ask our team to provide the information. For 2018, total auditing fee is 5.4 million baht comparing to 4.9 million baht in 2017. Extra charge is on IT audit. After combining IT audit charge to 2017 auditing fee, total auditing fee for this year will be 5.4 million baht, an increase of 5 percent only, in line with work load or sales volume of the Company, which is growing every year.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Is IT audit necessary for the Company?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

IT audit is very important. Please refer to 2 issues highlighted in the audit report regarding our accounting. First issue is on revenue. The Company's revenue is realized from online booking. Therefore, in order to test that revenues are entered into the financial statements, the auditor has to audit the online booking system. Therefore, it is necessary for the Company to pay the auditing fee of 5.4 million baht, which EY Office Ltd. has already included IT audit charge.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Last year, did PricewaterhouseCoopers ABAS Ltd. provide the same IT audit with random check on the system?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Yes.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Does EY Office Ltd. have experiences in auditing any airline?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Three of EY Office Ltd. auditors have never audited our company. However, EY Office Ltd. in Thailand audited used to audit 1 airline i.e. Bangkok Airways.

There was no further opinion nor question from the Shareholders on this agenda. Then, Chairman requested that the Meeting approve the appointment of the Company's external auditors and their remuneration for 2018 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the Shareholders, present and voting at the Meeting, and that any disagreed or abstained shareholders or proxies shall raise their hands and cast their votes on the ballot paper.

Resolution

The Meeting had a resolution to approve the appointment of the Company's external auditors and their remuneration for 2018 with the majority votes of the attending shareholders who cast the following votes:

Approved	3,076,712,727	votes	equivalent to	99.9971%
Disapproved	87,000	votes	equivalent to	0.0028%
Abstained	59,800	votes	not count as vote base	-
Voided ballot	0	Votes	not count as vote base	-
Total votes (536 shareholders)	3,076,859,527	Votes		

Agenda 7: To consider and approve the appointment of the Company's directors to replace those who will retire by rotation in 2018

The Chairman informed the Meeting that three directors who were due to retire by rotation in the 2018 Annual General Meeting of Shareholders, namely, the Chairman himself (Mr. Vichate Tantiwanich), Mr. Preechaya Rasametanin and Mr. Phairat Pornpathananangoon who would like to excuse themselves from the Meeting in this agenda item and then requested Mr. Nuttawut Phowborom, Chairman of the Nomination and Remuneration Committee, to proceed with the Meeting in Agenda 7 instead.

- Three directors excuse from the Meeting -

Mr. Nuttawut Phowborom informed the Meeting that according to Public Company Limited Act, B.E. 2535(1992), and the Company's Articles of Association, Article 17, one third of all directors shall retire from their office upon completion of the office term at the Annual General Meeting of Shareholders. Retired directors may be re-elected to the office.

The Company permitted Shareholders to nominate qualified persons to be selected as the Company's Directors for the Board of Directors to consider in advance from December 15, 2017 to January 31, 2018. However, no Shareholders nominated any person to be selected as Director. Therefore, three directors who were due to retire by rotation in the 2018 Annual General Meeting of Shareholders, were as follows:

Name of Director	Positions
7.1 Mr. Vichate Tantiwanich	Chairman/ Chairman of the Audit Committee /Remuneration and Nomination Committee
7.2 Mr. Preechaya Rasametnin	Director
7.3 Mr. Phairat Pornpathananangoon	Director

Therefore, the Board of Directors consideration and recommended to propose the Meeting to re-appoint the following three retired directors by rotation in 2018, as the directors in another term

Those all three directors were knowledgeable, competent, and experienced in various fields as may be useful to the Company's operation, fully qualified in accordance with Public Company Limited Act, B.E. 2535(1992), and the Notification of the Securities and Exchange Commission, and not disqualified by Securities and Exchange Act, B.E. 2535(1992), other laws, and relevant regulations. Resume of each Director appeared in the Supplementary Document of Notice of Meeting (*Attachment 3*).

No Shareholders then opined or queried at this agenda. The Chairman requested that the Meeting approve the appointment of the Company's directors to replace those who will retire by rotation in 2018 as presented; and informed that this agenda shall be approved with resolution of the majority votes of the Shareholders, present and voting at the Meeting. The vote for this agenda will be casted for the individual director by using the ballots given to you. The Company will collect every ballot whether approved, disapproved or abstained.

Resolution

The Meeting had a resolution to approve the re-appointment of the Company's directors retiring by rotation in 2018 as the directors for another term with the majority votes of the attending shareholders who cast the following votes:

Agenda 7.1	Mr. Vichate Tantiwanich to be re-appointed as the director			
Approved	3,076,859,827	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	49,700	votes	not count as voting base	-
Voided Ballot	0	votes	not count as voting base	-
Total votes (542 shareholders)	3,076,909,527	votes		
Agenda 7.2	Mr. Preechaya Rasametnin to be re-appointed as the director			
Approved	3,057,839,827	votes	equivalent to	99.9986%
Disapproved	40,000	votes	equivalent to	0.0013%
Abstained	19,029,700	votes	not count as voting base	-
Voided Ballot	0	votes	not count as voting base	-
Total votes (542 shareholders)	3,076,909,527	votes		

Agenda 7.3	Mr.Phairat Pornpathananangoon to be re-appointed as the director			
Approved	3,076,639,027	votes	equivalent to	99.9986%
Disapproved	40,000	votes	equivalent to	0.0013%
Abstained	230,500	votes	not count as voting base	-
Voided Ballot	0	votes	not count as voting base	-
Total votes (542 shareholders)	3,076,909,527	votes		

Mr. Nuttawut Phowborom invited those three directors who were retired by rotation in the 2018 Annual General Shareholders' Meeting, return to the Meeting.

Agenda 8 To consider and approve the remuneration of the Company's Board of Directors for 2018

Chairman of the Meeting asked Mr. Nuttawut Phowborom, Chairman of the Nomination and Remuneration Committee, to provide information to the Shareholders.

Mr. Nuttawut Phowborom informed to the Meeting that, in accordance with the Public Limited Companies Act B.E. 2535(1992) and Article 22 of the Company's Articles of Associations, the Company's directors are entitled to receive the remuneration from the Company. The remuneration includes reward, meeting allowance, gratuity, bonus, or other remuneration paid in other forms as considered by the Shareholders' Meeting.

The Board of Directors, having considered, agreed with the Nomination and Remuneration Committee's opinion and imposed 2018 Directors' Remuneration in consideration of reasonable remuneration agreeable with the Company's performance, responsibilities, and performance of each Director. Such remuneration was appropriate, comparable to that of the markets and listed companies of similar scale, and sufficient to motivate and maintain qualified Directors with the Company. The remuneration of the Company's Board of Directors for 2018 remains unchanged as follows.

Monetary Remuneration:

- 1) Each director shall receive the monthly remuneration of 80,000 baht and 80,000 baht allowance for each meeting attendance. Should there be more than 1 meeting in any month, each director shall receive only 80,000 baht allowance in the month. The Chairman of the Board of Directors shall receive the monthly remuneration of 100,000 baht and 100,000 baht allowance for each meeting attendance. Should there be more than 1 meeting in any month, the Chairman shall receive only 100,000 baht allowance in the month.
- 2) The monthly remuneration for the Audit Committee (in addition to the remuneration as the directors) shall be 80,000 baht. The Chairman of the Audit Committee shall receive the monthly remuneration of 100,000 baht.
- 3) Upon being appointed by the Board of Directors or the Chairman of the Board to a Committee, a Sub-Committee or a Working Group, the said director shall receive an additional remuneration as the meeting allowance for 40,000 baht per meeting attendance. Should there be more than 1 meeting in any month, each director shall receive only 40,000 baht allowance in the month.

- 4) The Board of Directors shall receive the bonus for 0.5% of the dividend and the allocation shall be as specified by the Board of Directors.

Other remuneration - Ticket Benefits

Each director (and his family members, meaning spouse and legitimate children) is entitled to one free round-trip ticket for any destination per month, in total twelve times in one year. The directors are entitled to the said benefit only while they are serving their office terms as the directors of the Company.

Nonetheless, Executive directors shall not receive any remuneration as members of the Board or Subcommittee. Scope of duty and responsibility of the Board of Directors in the Company's 2017 Annual Report, sent to the Shareholders together with Notice of Meeting.

No Shareholders then opined or queried at this agenda. The Chairman requested that the Meeting approve the remuneration of the Company's Board of Directors for 2018 as presented; and informed that this agenda shall be approved with resolution of not less than 2/3 of all the votes from the attending shareholders, and that any disagreed or abstained shareholders or proxies shall raise their hands and cast their votes on the ballot paper.

Resolution

The Meeting had a resolution to approve the remuneration of the Company's Board of Directors for 2018 with not less than 2/3 of all the votes from the attending shareholders as follows:

Approved	3,076,874,327	votes	equivalent to	99.9971%
Disapproved	45,000	votes	equivalent to	0.0014%
Abstained	42,000	votes	equivalent to	0.0013%
Voided ballot	0	Votes	equivalent to	-
Total votes (545 shareholders)	3,076,961,327	Votes	equivalent to	-

Agenda 9 Other matters (If any)

The Chairman stated to the Meeting that this agenda had been established for shareholders to query and/or opine to the Board of Directors (if any), and/or for the Board of Directors to clarify and answer the Shareholders' query without presentation of any other subject for approval by the Meeting and without resolution passed for this agenda.

The following shareholders asked the questions:

- Miss Nuchanard Youngchana, a shareholder attending in person:

I have not received information on 2017 auditing fee.

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Auditing fee for 2016 was 4.76 million baht. Audit fee for 2017 is 4.925 million baht, an increase of approximately 3 percent. If including IT audit of approximately 200,000 baht, total increase will be approximately 7 percent. While comparing 2018 and 2017, the increase is approximately 5 percent. Total auditing fee in 2017 was approximately 5.10 million baht (4.90 million baht and 200,000 baht).

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Did PricewaterhouseCoopers ABAS Ltd. terminate the service or did the Company change to EY Office Ltd.?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

The Company decided to change the external auditor due to 2 reasons. Firstly, PricewaterhouseCoopers ABAS Ltd. had audited us for quite some time so we look for another auditing firm of the same standard to take this job. Secondly, to make the same auditing standards as other companies within AirAsia Group in this region in term of intercompany transactions so as to facilitate the smooth audit and coordination.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Where does it cover in this region?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Malaysia, Philippines, Indonesia, all.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

On page 156 of the annual report, under cash flow from operating activities, the Company had 416 million baht loss from foreign exchange when comparing with the amount of 112 million baht in the previous year. What are the causes? Does the Company have Treasury Manager?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

This transaction is under "Unrealized Gain" in the previous year. Due to Baht appreciation, there is an unrealized gain.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Is it a loss since the numbers are in parenthesis?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

It is the net profit from foreign exchange in cash flow statement. This transaction is deducted from cash flow statement because the Company has not realized it on cash basis.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

But the number is in parenthesis. Does it mean loss?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

Number in parenthesis is a profit. This is the non-cash transaction (unrealized gain from foreign exchange) valuing 416 million baht in the previous year. The main reason is due to Baht appreciation when comparing with US dollar in 2017.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Does this transaction represent the airfare to other countries?

- **Mr. Santhat Sanguandikul**, Chief Financial Officer:

If the Shareholders see the Balance Sheet, they will see assets and liabilities. However, for the net value, one part of the Company's loans is in US dollar with interest expense of approximately 19,000 million baht. Therefore, the Company has gain or loss from foreign exchange whenever there are changes on foreign exchange. However, the Shareholders can be relaxed since the Company has already hedged the foreign exchange risk at approximately 100 percent. Most of the loans exhibited in the Balance Sheet will be paid in Thai Baht.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

I have some recommendations from viewing Thai AirAsia advertisement of attraction sites in the subway abroad. It would be nice to add the country name for marketing purpose. Other passengers question about the location/country where the advert was made. Call center contact number should also be provided for asking information.

- **Mr. Santisuk Klongchaiya**, Director of Commercial:

Thank you. We will take this for consideration.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

I have a question on hedging policy on oil price volatility for 2018 and in the future. What are the management's views? Please elaborate on page 167 regarding "Fuel price swap agreements with AirAsia Berhad".

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Normally the Company has the hedging contracts, which you can trace back for several years, except last year. The Company will buy forward contracts or hedge approximately 50 percent. However, last year oil price increased quickly and high. Therefore, we could not buy forward contracts in time. If we bought the contracts, we had to pay premium plus actual price, which could be higher than the current price at that time. At the moment, we cover approximately 18 percent only. If oil price decreases or premium of the forward decreases, leading to the reasonable cost, we will buy more hedging contracts. Our intention is to hedge at approximately 30-50 percent as originally planned. We cannot do so at the moment since premium on the actual price is quite high.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

If we buy more forward contracts, it will lead to the increase in air fare. Is this the direct impact?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Yes. If oil price increases, the Company has to adjust air fare. Today, we adjust the fare by taking competitors' prices, fluctuating oil price and cost into consideration.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

In other airlines business, how much do they buy forward contracts? Is it about 18 percent or 30 percent same as us?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

I have never had experiences in other airlines.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

In the market, when oil price tends to increase. The Company is one of those companies that stock price will go down. This is my concern.

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

The Shareholders may be frightened. At the end, we need to look at the airline's performance.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

1. For the 7 aircraft, when do you plan to increase them? How many aircraft will be added this year and next year?
2. The Company emphasizes on CLMV. But there is also a new route to Japan.
3. Jack Ma and Eastern Economics Corridor (EEC), will there be any effects to the Company?
4. Regarding King Power Management selling out their shares, will there be any impact on the Company?
5. The Company's dividend yield is approximately 2 percent since it is the capital-intensive company that must invest more on aircraft. Is this correct?
6. When there is news about riots in each country, they will affect the airline businesses? Please provide your opinion on this issue and do we have any insurance coverage?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

The airline that has the new route to Japan is Thai AirAsia X (with the huge aircraft), nothing related to Asia Aviation Plc.

U-Tapao is located in EEC. The Company plans to invest there. Currently, we have 2 aircraft in U-Tapao for both domestic and regional flights and also international flights. If EEC plan is more concrete, we will put the pin there and expand our fleets.

This year we will receive 7 new aircraft. 3 aircraft have been received. 4 aircraft will be received in Quarters 3 and 4. Next and the following years, we plan to receive average 5 aircraft per year.

We have plan and rehearsal with Airport Authority of Thailand and its Security Department so that we can be ready when there are any riots.

I bought back the shares from King Power Group, our last year shareholders and will invite the new Board members to the Company. In fact, most of the Board members are the same persons as when we established the Company. Therefore, Asia Aviation Plc. are very strong. Thank you for your concern.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

How King Power Group provide benefits to the Company? After leaving the Company, which parts will be affected?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

There is no impact. Everything remains the same. Though King Power is no longer the Company's major shareholder, but we still sell duty-free goods from King Power.

- **Mr. Siriwat Worawetwuttikun**, a shareholder attending in person and proxy holder:

First of all, I would like to congratulate the Chairman of the Board to act as Chairman of the Meeting for the first time. However, there is some error on overpassing the votes from Agenda 6. However, that is no big deal because we can still make correction.

Second, I appreciate the Board of Directors and The Management for the good preparation of annual report. April is the season of shareholders' meeting. I attended many shareholders' meeting and at present, many other companies have already prepared their annual report in the CDs. In my opinion, I am not sure how many of the thousand of shareholders will information read from CDs. Though I know how to read, but the letters are very small. At the shareholders' meeting, we are here to approve the financial statements but there are no financial statements to review. I think that no need to print thousands of copies. Only a few hundreds of copies should be enough. Today I would like to thank and appreciate the Company for your good preparation. Normally I will throw the annual report. Nevertheless, for this company, I will keep it.

May I talk about the Meeting venue. This location is quite far and not enough parking lots. Please take into consideration.

Next topic is about the issue raised by the lady shareholder. I would like to share that I hold shares of Asia Aviation, Bangkok Airways (IPO at Baht 25 and current price of Baht 15), Nok Air (IPO at Baht 12 and current price of Baht 3). For Thai AirAsia, not only the dividend that I receive, but there is also no capital loss. I do not say that I have capital gain because I have not yet sold the shares. Therefore, I would like to ask the Board and management team how do you manage this budget airline to earn profits and pay dividends. Last year, all airlines were affected due to increasing oil price. If the world oil price keeps on increasing, how will the Company handle this situation? As Mr. Tassaporn said that, the Company hedges to cover the risk. Nevertheless, let assume that the West Texas oil price increases to US dollars 80, how will the Company with this situation?

I remember that I attended the Meeting a few years ago. You said that Thai AirAsia market share is at approximately 50 percent. Today, do we still have 50 percent market share? Are we still the market leader? How do you manage to make all the passengers, the competitors as well as the Shareholders be happy?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Thai AirAsia has more than 5 thousand employees. We have the same standpoint i.e. the discipline on cost. We can manage our costs well, keep ourselves small, sell the tickets at low cost but yet profitable. If not including oil price in the previous year, other costs of the airline did not increase at all. Oil price is the only cost that fluctuated. When oil price increased, we also adjusted the air ticket price.

Second question: If oil price moves up to US dollars 80, what will we do? Don't forget that we have not yet collected fuel surcharge today but we still make profits. Looking at Quarter 1 performance, you can see that we can increase airfare higher than the oil price. If oil price keeps on increasing, we need to collect fuel surcharge same as what we did 4-5 years ago when the oil price was at US dollars 100. If not mistaken, we collected the fuel surcharge at Baht 100 for domestic flight and Baht 150, 200, 250 to 300 for internal flights (the further distance, the more fuel surcharge). We do not want to do this since fuel surcharge will discourage people from travelling. Today, our load factor is at 87 percent because our airfare is quite competitive. I would like to see our load factor at 87-90 percent. Therefore, if not necessary and if we can still make profits, we will not collect fuel surcharge. This will be our last option. When oil price increase to certain point, we will inevitably collect fuel surcharge.

For the previous market share of 50 percent, we take only budget airline into consideration. At the recent 2-3 years, overall, we have approximately 30 percent market share. The second and third rivals have approximately 19 percent and 18 percent respectively (about half of our market share). We can still remain number one in the market.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

I would like to propose discount card for the long-term shareholders as profit returns to the Shareholders.

In addition, for the next Shareholders' Meeting, please select the venue on skytrain or MRT lines. No need to choose the expensive hotel.

Moreover, I think that the Company should assign a person to watch exchange rates and oil price directions. It is appropriate to hire outstanding financial expert to watch out the economics directions.

There are only the routes to CLMV. Is there any chance to expand to Europe?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

Small aircraft cannot fly to Europe.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Refer to page 167 on the annual report regarding Fuel price swap agreements with AirAsia Berhad, may I ask the management to elaborate on this point?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

When we make oil purchase contract or hedging contract, we will combine airlines from every country under AirAsia via Company in Malaysia so to get the total volume to negotiate for the cheaper price.

- **Miss Nuchanard Youngchana**, a shareholder attending in person:

Are the future contracts purchase in Malaysia?

- **Mr. Tassapon Bijleveld**, Chief Executive Officer:

We purchase via many banks by our representative in Malaysia so to combine the volume for better discount.

- **Mr. Siriwat Worawetwuttikun**, a shareholder attending in person and proxy holder:

The trick from Mr. Tassapon is that not only Mr. Tassapon, the Board of Directors and the management, but also all Thai AirAsia employees totaling more than 5 thousand people combine as one. We are willing to work for the Company as their own businesses. Though they may not hold the Company's stocks but they work as they are the Shareholders. I would like all the Shareholders to clap for all Thai AirAsia's more than 5 thousand employees who make the Company profitable. This is the secret and I would like to represent everyone here to thank all of the employees.

- **Mr. Vichate Tantiwanich**, Chairman of the Meeting:

I would like to thank all the employees and shareholders, especially Mr. Siriwat who provided the clearly analytical talk. I would also like to thank all of you who shared your opinion and mentioned about all Thai AirAsia employees. Thank you very much for all of the Shareholders who spare your time to the Meeting today.

No Shareholders then opined or queried. Therefore, the Chairman of the Meeting summarized number of attendants. There were 121 shareholders attending the Meeting representing 2,053,827,975 shares and 425 proxies representing 1,023,136,852 shares, with the total 546 attendants representing 3,076,964,827 shares, equivalent 63.4426 percent of the total issued share capital. The Company will provide the minute of the Annual General Meeting which summarizes the significant details of all agendas and submit to the Stock Exchange of Thailand and the Ministry of Commerce by the time specified by law. The Company will also publish the minute of the Annual General Meeting via the Company's website. The Chairman of the Meeting thanked all the Shareholders and would take all the comments for further improvement and then closed the Meeting.

The Meeting closed at 15.35 hrs.

(Signature)

(Mr. Vichate Tantiwanich)

Chairman of the Meeting

(Signature)

(Ms. Nisres Distes)

Company Secretary